

**THE
GREENBRIER
COMPANIES**

1-343A003

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

December 6, 1991

17614
RECORDATION NO. FILED 143

DEC 9 1991 - 10 12 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of April 8, 1991, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the railroad equipment covered by the enclosed document is:

One-hundred twenty-one (121) 89-foot standard deck flatcars
bearing marks and numbers as follows:

GVSR 8401 - 8465, GVSR 8467 - 8469, GVSR 8471 - 8509,
GVSR 8511 - 8518, GVSR 8523 - 8524, GVSR 8526 - 8529, all
inclusive respectively.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

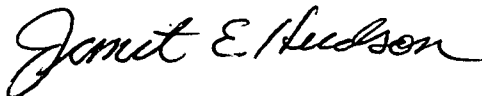
Ms. Mildred Lee
December 6, 1991
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. Please note that we would especially like the copy marked "SP Copy" returned. A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 8, 1991 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, covering one-hundred twenty-one (121) 89-foot standard deck flatcars bearing marks and numbers as follows:

GVSR 8401 - 8465, GVSR 8467 - 8469, GVSR 8471 - 8509,
GVSR 8511 - 8518, GVSR 8523 - 8524, GVSR 8526 - 8529, all
inclusive respectively.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

~~RECEIVED BY~~ **17614** ~~FILED~~

DEC 9 1991 10 10 PM

INTERSTATE COMMERCE COMMISSION

LEASE
MEMORANDUM OF LOADING AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")
APRIL 8, 1991

Memorandum of Lease Agreement made and entered into as of April 8, 1991 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one-hundred twenty-one (121) 89-foot standard deck flatcars bearing marks and numbers as follows:

GVSR 8401 - 8465, GVSR 8467 - 8469, GVSR 8471 - 8509,
GVSR 8511 - 8518, GVSR 8523 - 8524, GVSR 8526 - 8529,
all inclusive respectively.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Louis M. Webb, V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: [Signature]

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 26th day of November, 1991, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF CALIFORNIA

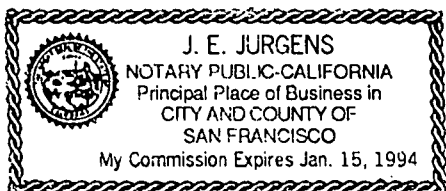
COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 20th day of NOVEMBER, 1991, before me personally appeared J.J. GURSKIS, to me personally known, who being by me duly sworn, says that he is the MANAGING DIRECTOR - FLEET MANAGEMENT of Southern Pacific Transportation Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires:



L111912.SP